

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
LEON MARTIN, Derivatively on Behalf of :
Nominal Defendant AMGEN INC., :
: Plaintiff, :
: : 1:23-cv-06754
v. : : ECF Case
ROBERT A. BRADWAY, WANDA :
AUSTIN, MICHAEL DRAKE, BRIAN :
DRUKER, ROBERT ECKERT, GREG :
GARLAND, CHARLES HOLLEY JR., S. :
OMAR ISHRAK, TYLER JACKS, ELLEN :
KULLMAN, AMY E. MILES, RONALD :
SUGAR, R. SANDERS WILLIAMS, and :
PETER H. GRIFFITH, :
: Defendants, :
: and :
AMGEN INC., :
: Nominal Defendant. :
----- x

STIPULATION AND ORDER TO STAY DERIVATIVE ACTION

WHEREAS, on August 2, 2023, plaintiff Leon Martin (“Plaintiff”), a stockholder of Nominal Defendant Amgen Inc. (“Amgen” or the “Company”), commenced this action (the “Derivative Action”) by filing the Verified Shareholder Derivative Complaint (the “Complaint”) derivatively on behalf of Amgen, against the Defendant directors (collectively, and together with Amgen, “Defendants”) for breaches of their fiduciary duties as directors and/or officers of Amgen, unjust enrichment, waste of corporate assets, abuse of control, gross mismanagement and violations of Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”);

WHEREAS, on September 6, 2023, Plaintiff filed with the Court Waivers of Service of Summons, thereby extending those Defendants' deadline to answer, move against or otherwise respond to the Complaint until October 6, 2023;

WHEREAS, the Complaint references the original complaint filed in an action styled *Roofers Local No. 149 Pension Fund v. Amgen Inc. et al.*, 23-cv-02138-JPC, which is currently pending before this Court (the "Class Action");

WHEREAS, the Class Action was filed before this Derivative Action;

WHEREAS, the Court Appointed Lead Plaintiff in the Class Action filed an Amended Complaint on August 31, 2023;

WHEREAS, the defendants anticipate filing a motion to dismiss the Amended Complaint in the Class Action on October 30, 2023;

WHEREAS, the Derivative Action and the Class Action are substantially related because, among other things, they contain many overlapping allegations, name many of the same defendants, and they both assert, *inter alia*, violations of Section 10(b) of the Exchange Act;

WHEREAS, the parties agree that Amgen is a defendant in the Class Action, which is an action asserted directly against the Company, and is named as a nominal defendant in the Derivative Action brought on behalf of and in favor of the Company;

WHEREAS, further based upon the overlapping parties and factual allegations contained in the Derivative Action and the Class Action, the parties agree that a stay pending the entry of a decision on the defendants' motion to dismiss in the Class Action could simplify, narrow, or even moot claims asserted in the Derivative Action, thus promoting judicial economy and preserving the parties' resources;

WHEREAS, in light of this Derivative Action and the Class Action being substantially related, and to conserve party and judicial resources, the parties have reached an agreement that, subject to the approval of the Court, all proceedings and deadlines in the Derivative Action shall be stayed pending the entry of a decision on the defendants' motion to dismiss the Amended Complaint in the Class Action;

IT IS HEREBY STIPULATED AND AGREED by the parties, through their undersigned counsel, subject to the approval of the Court:

1. This Derivative Action is stayed for all purposes pending the entry of a decision on the defendants' forthcoming motion to dismiss the Amended Complaint in the Class Action;
2. Defendants' time to answer, move against or otherwise respond to the Complaint in this action is extended to thirty (30) days after the stay is lifted;
3. The parties preserve, and do not waive, any claims, defenses or objections, including all jurisdictional and venue defenses, to this Derivative Action;
4. Defendants shall promptly notify Plaintiff of any related derivative actions against Amgen filed in any forum ("Related Derivative Action"), as well as any related demands under Section 220 of the Delaware General Corporation Law Section (a "Section 220 Demand"), or litigation demands;
5. Subject to agreement on an appropriate confidentiality agreement or protective order, Amgen shall promptly produce to Plaintiff any documents produced to a stockholder who makes a Section 220 Demand;
6. If any Related Derivative Action is not stayed for the same or longer duration as the stay of the Derivative Action, Plaintiff may terminate this stipulated stay upon thirty-days' written notice via email to the undersigned counsel for Defendants. If Plaintiff terminates

the stipulated stay pursuant to this paragraph, Defendants reserve the right to file a motion for a further stay of proceedings, which Plaintiff may oppose;

7. In the event that a mediation or court-ordered settlement conference is held in an effort to settle the Class Action, counsel for Defendants shall provide counsel in this action with reasonable advance notice of said mediation. Defendants shall inform Plaintiff promptly upon the scheduling of any mediation with any other plaintiffs in a Related Derivative Action and shall include Plaintiff in any such mediation; and
8. Notwithstanding the agreed-upon stay of the Derivative Action, Plaintiff may file an amended complaint during the pendency of the stay, but Defendants shall have no obligation to move, answer, plead, or otherwise respond to the complaint or any amended complaint during the pendency of the stay.

DATED: September 26, 2023
New York, New York

RIGRODSKY LAW, P.A.

By: /s/ Seth D. Rigrodsky

Seth D. Rigrodsky
Timothy J. MacFall
Gina M. Serra
Vincent A. Licata
825 East Gate Boulevard, Suite 300
Garden City, NY 11530
Telephone: (516) 683-3516
sdr@rl-legal.com
tjm@rl-legal.com
gms@rl-legal.com
vl@rl-legal.com

Counsel for Plaintiff

**SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP**

By: /s/ Jay B. Kasner

Jay B. Kasner
Tansy Woan
One Manhattan West
New York, New York 10001
Telephone: (212) 735-3000
jay.kasner@skadden.com
tansy.woan@skadden.com

Peter B. Morrison
300 South Grand Avenue, Ste. 3400
Los Angeles, California 90071
Telephone: (213) 687-5000
peter.morrison@skadden.com

Counsel for Nominal Defendant Amgen, Inc.

SO ORDERED.

Date: October 2, 2023
New York, New York


HONORABLE JOHN P. CRONAN
UNITED STATES DISTRICT JUDGE